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**Purchase & Sale Program**

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**for**

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**Beneficiaries of the MetLife  
Policyholder Trust**

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Rev. Date 4/2016

**003SSN0314**

As you know, Metropolitan Life Insurance Company demutualized effective April 7, 2000 and converted from a mutual life insurance company to a stock life insurance company. As part of the process of demutualization, we conducted an initial public offering of common stock of MetLife, Inc., a newly-formed holding company.

Under our plan, you were eligible for compensation in the form of cash or MetLife, Inc. common stock. Since you did not elect to receive cash in lieu of stock, you were allocated shares of MetLife, Inc. common stock. The stock is held for you in the MetLife Policyholder Trust. As a result, you own Trust Interests equal to the number of shares of MetLife, Inc. common stock held for you in the Trust.

Shares of MetLife, Inc. common stock held by the Trust will be voted in accordance with rules set forth in our demutualization plan. These rules are summarized in the enclosed description of the Purchase and Sale Program under the heading “The Voting of Shares Held in the Trust.”

You may sell the shares of MetLife, Inc. common stock held for you in the Trust and receive the proceeds, and, if you own less than 1,000 shares, you may buy more shares of MetLife, Inc. common stock to be held for you in the Trust, **all on a commission-free basis**, in accordance with the rules and procedures set forth in this brochure. The Purchase and Sale Program will last for the life of the Trust. You may also transfer your Trust Interests (that is, your interests in the shares of MetLife, Inc. common stock held for you in the Trust), but only in the limited circumstances described in the “Permitted transfers of Trust Interests” portion of this brochure. Finally, you now have the right to withdraw all (but not less than all) of your shares from the Trust, a right which became effective on April 7, 2001.

**You are not required to participate in the Purchase and Sale Program. If you choose not to participate in the Program, no action is required. Participating in the Program will have no effect on any existing insurance policy or contract you may have.**

Please read this document carefully and pay particular attention to the sections entitled “How many shares may I sell?”, “How may I purchase shares?”, “How will the actual purchase price be determined?” and “Settlement” since we have amended those sections. If you have any questions, you may call the Program Agent, Computershare Inc., (“Computershare”) toll-free at 1-800-649-3593.

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## Important Information Regarding the Program

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This brochure describes the MetLife Purchase and Sale Program, which MetLife has established to permit beneficiaries of the MetLife Policyholder Trust to purchase or sell shares of MetLife, Inc. common stock ("MetLife common stock"), subject to certain restrictions, *free of any commissions or other fees*. **MetLife will pay those fees on your behalf.** If, after reading this brochure, you have additional questions, please call 1-800-649-3593.

MetLife has established procedures for processing purchases and sales of MetLife common stock through the Purchase and Sale Program. Among other things, the procedures explain how the price for a purchase or sale of shares will be determined. This brochure summarizes the procedures as they are currently in effect. You may also obtain a copy of the procedures on the Information Request page of the Investor Relations portion of MetLife's website at [www.metlife.com](http://www.metlife.com) or by contacting Computershare, the Program Agent of the Purchase and Sale Program, at the address or telephone number listed under "Contacting the Program Agent" on p. 11. If there is any inconsistency between this brochure and the Purchase and Sale Program procedures, the procedures will govern. MetLife may amend the procedures at any time; you will be notified of any changes to the procedures *before* the changes become effective. Accordingly, effective December 14, 2001, MetLife amended the procedures to make certain sale limitations inapplicable to Trust Interests transferred to you by a deceased Trust Beneficiary. You were notified of this change in the dividend mailing distributed December 14, 2001. Note that you now have the right to withdraw all (but not less than all) of your shares from the Trust at any time, a right which became effective on April 7, 2001. In addition, effective January 1, 2013, MetLife amended the procedures to eliminate money orders as a form of payment for shares of MetLife common stock through the Purchase and Sale Program. You were notified of this change in the dividend mailing distributed December 14, 2012. Note that you may still purchase additional shares of MetLife common stock by check through the Purchase and Sale Program.

In making decisions whether to purchase or sell shares of MetLife common stock through the Purchase and Sale Program, beneficiaries of the Trust must rely on their own examination of MetLife, including the merits and risks involved in holding shares. The shares of MetLife common stock have not been recommended by any federal or state securities commission or securities regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Purchase and Sale Program brochure. Any representation to the contrary is a criminal offense.

The Purchase and Sale Program is administered by Computershare. The Purchase and Sale Program is not administered by MetLife or the Trust. Neither MetLife nor Computershare makes any recommendation as to whether you should participate in the Purchase and Sale Program, nor can any assurance be given about the price you will pay if you choose to purchase additional shares or the price you will receive for your shares if you choose to sell shares. Shares of MetLife common stock purchased in the Purchase and Sale Program are not subject to protection under the Securities Investor Protection Act.

You are not required to participate in the Purchase and Sale Program. If you choose not to participate in the Program, no action is required. Participating in the Program will have no effect on any existing insurance policy or contract you may have.

The Purchase and Sale Program will last for the life of the Trust.

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## Purchasing Shares through the Program

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The Purchase and Sale Program allows you to purchase shares of MetLife common stock *free of any commissions or other fees*. **MetLife will pay those fees on your behalf.**

### Who may purchase shares through the Program?

You may purchase shares if you are a Trust Beneficiary — that is, you hold Trust Interests representing shares of MetLife common stock held through the MetLife Policyholder Trust — and beneficially own less than 1,000 shares through the Trust. If you withdraw all of your shares from the Trust, however, you will no longer be eligible to purchase shares through the Program. For more information on your withdrawal rights, see “Other Information — Withdrawing shares from the Trust” on p. 8.

### When may I purchase shares?

You may purchase shares at any time you hold less than 1,000 Trust Interests representing shares of MetLife common stock through the MetLife Policyholder Trust.

### How many shares may I purchase?

You may purchase additional shares of MetLife common stock to increase the number of shares you beneficially own up to 1,000 shares. If you choose to make a purchase, you must purchase at least \$250 worth of shares or a smaller amount required to purchase up to the 1,000 maximum number of shares. You may make purchases of shares on one or more occasions under the Program until you beneficially own 1,000 shares. If the number of shares to be issued results in a fractional share, you may purchase that fractional share.

Here are some examples:

- if you beneficially own 50 shares, then you will be able to purchase up to an additional 950 shares (or fewer shares, if you wish, but you must purchase at least \$250 worth of shares). If you submit \$1,000 to the Program Agent, together with a purchase instruction, and the market price at the time of purchase is \$20.50 per share, then the Program Agent will purchase, on your behalf, 48.78 shares of MetLife common stock.
- if you beneficially own 995 shares and the closing price of MetLife common stock on the trading day immediately prior to the day you mail your request is \$20 per share, then you must purchase \$100 worth of stock (five additional shares multiplied by \$20 per share). The price of MetLife’s common stock is published in the New York Stock Exchange tables of most major newspapers. The price is also available on MetLife’s website at <http://investor.metlife.com> by selecting “Stock Information,” or on other financial websites under the stock symbol “MET.”

### Do I have to make purchases in “round lots”?

You are not required to make purchases in “round lots” (that is, in 100 share increments), and you may hold shares in “odd lots.” You must, however, comply with the purchase provisions discussed in the previous question and answer.

### **How may I purchase shares?**

You may purchase shares by sending the written purchase instruction card provided by the Program Agent, indicating the dollar amount of shares you wish to have purchased, together with a check (in U.S. dollars only) for the indicated amount made to the order of “MetLife Purchase Program,” to the following address:

MetLife  
c/o Computershare  
P.O. Box 6006  
Carol Stream, IL 60197

You may obtain additional instruction cards by contacting the Program Agent at the address listed under “Contacting the Program Agent” on p. 11 or by calling Computershare at 1-800-649-3593. Failure to use the purchase instruction card provided by the Program Agent may cause a delay in processing or prevent the processing of your transaction. You may not use photocopied purchase (or sale) instruction cards; in order to be scanned by the Program Agent for processing, the cards must be in their original form.

Your check must be for at least \$250, or such lesser amount as may be required to purchase, at the closing price of MetLife common stock on the trading day immediately prior to the day you mail your instruction, a number of shares that would cause you to beneficially own 1,000 shares. If your check is for an amount in excess of the funds used to acquire up to the 1,000 share maximum, the excess funds will be returned to you without interest. Effective January 1, 2013, you may no longer use money orders to purchase shares of MetLife common stock through the Program.

Once a purchase instruction has been mailed, it cannot be revoked.

### **How will the actual purchase price be determined?**

The actual purchase price for the shares will be based on the market price of MetLife common stock at the time of the purchase. You must send your check before the purchase. Since the actual purchase price for your shares will be based on the market price at the time of purchase, it is possible that the number of shares purchased for you will be different from the shares that could be purchased at the market price on the day you mail your instructions. For further information on how the purchase price will be determined and when the purchase will be made, see “Other Information — Determining the purchase and sale price” on p. 8.

### **Will I get a stock certificate for my shares?**

You will receive a statement confirming the number of shares you purchase. The shares you purchase will be held in book-entry form (in other words, as uncertificated shares) in the MetLife Policyholder Trust on your behalf, until you later sell them through the Program or withdraw all of your shares from the Trust. When you withdraw all of your shares, you may request to receive a stock certificate. If you do not make this request, your shares will be issued to you in book-entry form.

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## Selling Shares through the Program

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The Purchase and Sale Program allows you to sell your shares of MetLife common stock held in the MetLife Policyholder Trust *free of any commissions or other fees*. **MetLife will pay those fees on your behalf.**

### Who may sell shares through the Program?

You may sell shares if you are a Trust Beneficiary — that is, you hold beneficial interests representing shares of MetLife common stock held through the MetLife Policyholder Trust. **There is no minimum share balance required to participate in the Program.** You now have the right to withdraw all (but not less than all) of your shares from the Trust, a right which became effective on April 7, 2001. Once you withdraw all of your shares from the Trust, however, you will no longer be eligible to sell shares through the Program. For more information on your withdrawal rights, see “Other Information — Withdrawing shares from the Trust” on p. 8.

### When may I sell shares?

You may sell shares at any time you are a Trust Beneficiary.

### How many shares may I sell?

Generally, you may sell all or a portion of your shares held in the Trust. The following share limitations apply:

- If you beneficially own 199 or fewer shares through the Trust, all of your shares must be sold. You will not be permitted to make a partial sale.
- If you beneficially own more than 199 shares through the Trust, you may sell all or a portion of your shares. However, partial sales may only be made in 100-share increments (for example, you may have 200 shares sold, but not 250). Following any partial sale, you must still hold at least 100 shares in the Trust. If, after a partial sale, you would beneficially own fewer than 100 shares in the Trust, you must make a full sale.
- Effective December 14, 2001, you are permitted to sell all, but not less than all, of the Trust Interests transferred to you (as permitted under the Program) by a deceased Trust Beneficiary without regard to the share limitations described above and below under the heading “Do I have to make sales in ‘round lots?’”

You now have the right to withdraw all (but not less than all) of your shares from the Trust, a right which became effective on April 7, 2001. If you do so, however, you will no longer be eligible to participate in the Program. See “Other Information — Withdrawing shares from the Trust” on p. 8. If you prefer, you may keep your shares in the Trust.

### **Do I have to make sales in “round lots”?**

If you beneficially own more than 199 shares through the Trust, partial sales may only be made in “round lots” (that is, in 100 share increments). Following any partial sales, you must beneficially own at least 100 shares in the Trust, but you may hold shares in “odd lots.”

Partial sales resulting from your sale of Trust Interests transferred to you by a deceased Trust Beneficiary do not need to be made in round lots.

### **How may I sell shares?**

You may sell shares by:

- sending the written sale instruction card provided by the Program Agent, indicating the number of shares to be sold, to the Program Agent at the following address:

MetLife  
c/o Computershare  
P.O. Box 30170  
College Station, TX 77842-3170

or

- giving a sale instruction through the following telephone number:

1-800-649-3593

(Telephone requests are not permitted for corporate, partnership or custodial accounts because the Program Agent requires that such authorizations be given in writing.)

or

- submitting a sale instruction through the internet at [www.computershare.com/metlife](http://www.computershare.com/metlife). Once you are at this site, follow the online directions to access your account and submit your instruction.

You may obtain additional instruction cards by contacting the Program Agent at the address listed under “Contacting the Program Agent” on p. 11 or by calling Computershare at 1-800-649-3593. Once a sale instruction has been delivered, it cannot be revoked.

### **How will the actual sale price be determined?**

The actual sale price for the shares will be based on the market price of MetLife common stock at the time of the sale. For further information on how the sale price will be determined, see “Other Information — Determining the purchase and sale price” on p. 8.



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## Other Information

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### **General information about processing purchases and sales**

Upon receipt of a purchase or sale instruction, Georgeson Securities Corporation, an affiliate of the Program Agent, and the Program Agent, respectively, will make sure the instruction complies with the requirements regarding the number of shares that may be purchased or sold and the minimum dollar amounts required for purchases described above. If the dollar amount of shares to be purchased as shown on an instruction does not match the dollar amount of the funds submitted, Georgeson Securities Corporation will purchase shares equal to the dollar amount of the funds submitted. If Georgeson Securities Corporation or the Program Agent determines that the instruction does not comply with these requirements, it will promptly mail you a rejection notice, with an explanation of the defects in the instruction, and any funds you have submitted will be returned to you.

The Program Agent may, at its discretion, restrict withdrawals or subsequent sales of shares purchased on your behalf until your check has cleared. If a purchase instruction is not processed within 14 business days of receipt (any such delay would only occur in very limited circumstances, as described below), the instruction and funds will be returned to you.

All valid purchase and sale instructions received after 3:00 p.m. on a particular business day and until 3:00 p.m. on the next business day will be combined and processed together in a batch. To the extent possible, Georgeson Securities Corporation will satisfy these requests by matching purchase and sale instructions in the batch. The matching of purchase instructions with sale instructions will be done at a share price equal to the opening price on the trading day following the day the batch is formed.

After the matching process has been completed for each batch, we expect there will remain a number of open instructions, since it is unlikely that there would be an equal number of shares to be purchased and shares to be sold.

- If there are any remaining sale instructions, all or a portion of the remaining shares will be made available for purchase by MetLife as described below under “Purchases by MetLife.” If MetLife does not purchase all of the remaining shares, Georgeson Securities Corporation will place an order with one or more brokers to sell the remaining shares.
- If there are any remaining purchase instructions, Georgeson Securities Corporation will place an order with one or more brokers to purchase the remaining shares.

Generally, purchases and sales will be made on the first or second trading day after the batch that includes the instructions has been formed. If it is impracticable to process purchases and sales under the Purchase and Sale Program (which would happen only in limited circumstances, such as acts of God, suspension of trading in any MetLife equity securities, a general suspension of trading on the New York Stock Exchange or declaration of a banking moratorium) purchases and sales will be suspended until they can be completed.

### Purchases by MetLife

If, in any batch, sale instructions are greater than purchase instructions, MetLife may, at its discretion, purchase these excess shares sold through the Purchase and Sale Program. Purchases by MetLife will be at a price equal to the average of the high and low prices of MetLife common stock on the day of purchase.

### Settlement

After you purchase or sell shares through the Purchase and Sale Program, you will be mailed a written statement within four trading days indicating the number of your beneficial interests in the Trust. You will have one year from the date the written statement is mailed to review the statement and notify the custodian of the Trust of any discrepancies or errors you discover. The statement will contain instructions about how you can make this notification. The custodian will use reasonable efforts to resolve the discrepancies or errors following notification. ***If you do not notify the custodian of any discrepancies or errors within this one year period, the statement will be binding upon you.***

If you are purchasing shares through the Program, the shares will be deposited and held for you in the Trust. If your check was for an amount in excess of the funds used to acquire up to the 1,000 share maximum, the custodian will mail you a check via first class mail for the excess funds (without interest) within four trading days after the day the instruction was processed, unless the check is for more than \$1,000, in which case the custodian may delay mailing for up to 14 days in order to determine that your check has cleared.

If you are selling shares through the Program, the custodian will mail you a check for the funds received within four trading days after the day the instruction was processed.

### Timing and control

Subject to the requirements described above, the timing of transactions and the frequency of transaction intervals will be subject solely to the control of Georgeson Securities Corporation and the broker or brokers making the purchases and sales. Neither MetLife nor any participant in the Purchase and Sale Program has the authority or power to control either the timing or pricing of shares purchased or sold or the selection of the brokers. **Therefore, you will not be able to precisely time purchases or sales and will bear the market risk associated with fluctuations in the price of MetLife common stock.** That is, if you send in a purchase or sale instruction, it is possible that the market price of MetLife common stock could go up or down before the purchase or sale is made. You will not earn interest on funds deposited for purchase for the period before the shares are purchased. Neither MetLife, the Program Agent nor their respective affiliates will be liable for any claims arising out of the prices at which shares are purchased or sold and the times when such purchases or sales are made, or for any fluctuation in the market value after a purchase or sale of shares.

MetLife expects to engage in repurchases of its common stock from time to time for various corporate purposes. These repurchases may occur during periods in which purchases and sales are made under the Purchase and Sale Program, and may affect the market price of the MetLife common stock. In addition, from time to time MetLife makes announcements of important developments, some of which may have an effect on the market price for MetLife common stock.

### **Determining the purchase and sale price**

The price at which shares are purchased or sold will be determined as follows:

- If the only transactions that occur in a day's batch are purchase and sale instructions that are matched with each other, the price will be the opening price of MetLife common stock on the trading day following the day the batch is formed.
- If Georgeson Securities Corporation places a purchase order, all purchase instructions in the batch, including any purchases matched with sales instructions, will be assigned the same price per share. The purchase price will be the volume weighted average price per share of all shares in the batch — that is, the price derived by dividing the aggregate amount paid to purchase shares in a batch by the total number of shares purchased in the batch.
- If Georgeson Securities Corporation places a sales order, all sale instructions in the batch, including any sales to MetLife and sales matched with purchase instructions, will be assigned the same price per share. The sale price will be the volume weighted average price per share of all shares in the batch.

For purposes of determining the prices of purchases and sales in a batch, the prices (other than the weighted average price described above) will be those reported on the New York Stock Exchange Composite Tape on the date the purchase and sale is made, except for the prices of shares sold to MetLife, which will be the price determined as described on p. 7.

Price and volume statistics of MetLife common stock's trading activity is published in the NYSE tables of most major newspapers, is available on MetLife's website at <http://investor.metlife.com> by selecting "Stock Information," or on other financial websites. Company names are abbreviated and listed alphabetically. MetLife's ticker symbol is "MET." The price at which a purchase or sale is processed may be different from the price of MetLife common stock when you send in your instruction.

### **Purchases and sales outside of the Program**

In addition to purchasing and selling shares through the Purchase and Sale Program, you may purchase shares outside of the Trust, or sell shares directly held by you (i.e., not held by the Trust). The Purchase and Sale Program procedures would not apply to those transactions, and you will be responsible for your own commissions and expenses.

### **Withdrawing shares from the Trust**

You now have the right to instruct the trustee of the Trust to withdraw all (but not less than all) of your shares of MetLife common stock from the Trust in exchange for all of your Trust Interests. This right became effective on April 7, 2001, one year after the effective date of MetLife's demutualization. You should have already received information regarding your withdrawal rights. You may also obtain this information by contacting the Program Agent at the address listed under "Contacting the Program Agent" on p. 11 or by calling Computershare at 1-800-649-3593. Once you have withdrawn shares of

MetLife common stock, you may no longer participate in the commission-free Purchase and Sale Program.

### **Permitted transfers of Trust Interests**

As a Trust Beneficiary, you are permitted to transfer the ownership of your Trust Interests only as follows:

- to your spouse or descendants.
- to a charity qualifying for tax-exempt status under the Internal Revenue Code.
- to a trust established to hold Trust Interests on behalf of an employee benefit plan.
- to a trust established for your exclusive benefit or the exclusive benefit of your spouse or descendants or a qualifying charity.
- upon your death or bankruptcy, through your will or under applicable law.
- to another entity if you are a legal entity that has merged or consolidated into, or sold substantially all of your assets to, that entity.
- from a trust holding an insurance policy or annuity contract in accordance with the terms of that trust.

After a transfer of the ownership of Trust Interests, the shares of MetLife common stock will remain in the Trust until they have been withdrawn or sold through the Purchase and Sale Program. Other than transfers upon death through the will of a Trust Beneficiary or by operation of law, no partial transfer will be permitted if the transfer would result in a transferee owning a number of Trust Interests that is not a whole number.

You may obtain additional information about how to transfer Trust Interests by contacting the Program Agent at the address listed under “Contacting the Program Agent” on p. 11 or by calling Computershare at 1-800-649-3593.

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## **U.S. Federal Income Tax Information**

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**IRS Circular 230 Disclosure.** The tax discussion is not intended to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code, or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

The following is a summary of the general U.S. Federal income tax consequences for Trust Beneficiaries purchasing and selling shares in the Purchase and Sale Program. This summary is not a comprehensive summary of all of the U.S. Federal income tax considerations that may be relevant to a participant in the Program. In particular, this discussion does not apply to Trust Beneficiaries that are not citizens or residents of the United States or otherwise subject to U.S. Federal income tax on their worldwide income. Therefore, you are urged to consult your tax advisor regarding the consequences of purchasing and selling shares in the Program (including, without limitation, state, local and non-U.S. income tax consequences of selling and purchasing shares).

***Sale of Shares.*** You will generally realize gain or loss upon the sale of shares through the Purchase and Sale Program. The amount of gain realized will be equal to the difference between the amount realized on the sale of shares and the tax basis of the shares. The IRS position is that shares that were issued in the demutualization to the Trust for the benefit of a Trust Beneficiary will have a zero basis. Assuming that the shares sold are held as a capital asset, any realized gain will be capital gain or loss and will be long-term capital gain or loss if the holding period for the shares is longer than one year. You may refer to the IRS website at [www.irs.gov/taxtopics/tc430.html](http://www.irs.gov/taxtopics/tc430.html) for more information. (In this regard, the conversion of Metropolitan Life Insurance Company from a mutual life insurance company to a stock life insurance company was a tax-free reorganization under Section 368(a)(1) of the Internal Revenue Code. The stock of Metropolitan Life Insurance Company was treated as having been transferred to MetLife, Inc. in a tax-free transfer under Section 351(a) of the Internal Revenue Code.) Courts have split on the question of the tax basis of stock received in a demutualization. See *Fisher v. United States*, 82 Fed. Cl. 780 (2008) (affirmed in an unpublished per curiam order of the U. S. Court of Appeals for the Federal Circuit), in which the U.S. Court of Federal Claims rejected the IRS position that a taxpayer had zero basis in stock received in a demutualization. Also see *Dorrance v. United States*, 110 AFTR 2d 2012-5176 (DC AZ 2012), in which the U.S. District Court in Arizona rejected the IRS's position that a taxpayer had zero basis in stock received in a demutualization, and also rejected the taxpayer's position that all past premium payments represented basis in the stock. The court concluded that the basis arising from premium payments made before the demutualization should be apportioned between basis in the stock and basis in the policy. However, in *Dorrance v. United States* 116 AFTR 2d 2015-6692 (CA 9), the Arizona District Court decision was reversed by the Court of Appeals for the Ninth Circuit, which held that mutual insurance company policyholders have no basis in stock received when the insurance company demutualizes.

***Purchase of Shares.*** If you purchase shares, the amount you pay will generally be your tax basis in these shares for purposes of determining the taxable gain or loss if you subsequently sell them. Dividends paid on shares will be taxable to you as ordinary dividend income. For shares held in the Trust, you will be provided with the information you will need for your income tax return, and any required information will be reported to the IRS. Consult with your financial adviser regarding capital gains tax treatment.

***Additional Tax Reporting Information.*** You will not be charged any commissions or fees with respect to purchases and sales through the Purchase and Sale Program; MetLife will pay those fees on your behalf. The fees paid on your behalf by MetLife are considered an additional dividend ("Imputed Dividend") for Federal income tax purposes, and may be reported to you on Form 1099-DIV.

***Taxpayer Identification Number (Social Security Number).*** If you have not responded to the prior W-9 mailings, please send in a W-9 today, to Computershare, P.O. Box 30170, College Station, TX 77842-3170. You may also call Computershare at 1-800-649-3593 to request a duplicate W-9 form, or visit the Program Agent's website at [www.computershare.com/metlife](http://www.computershare.com/metlife) to certify your taxpayer identification number. All proceeds from the sale of your Trust shares may be subject to government tax withholdings.

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## **Contacting the Program Agent**

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MetLife has appointed Computershare to act as Program Agent for the Purchase and Sale Program. Some of the activities described in this Purchase and Sale Program brochure will be performed by Georgeson Securities Corporation, an affiliate of the Program Agent, in order to meet regulatory requirements under the federal securities laws.

For information about the Purchase and Sale Program and to request additional purchase and sale instruction cards, please contact Computershare (between the hours of 8:00 a.m. and 6:30 p.m., eastern time) at:

1-800-649-3593

Written requests and notices should be made as follows:

MetLife  
c/o Computershare  
P.O. Box 30170  
College Station, TX 77842-3170

You should also contact Computershare if you have questions or if you believe the number of interests shown on your MetLife Policyholder Trust Annual Statement is incorrect.

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## **Notice to Trust Beneficiaries: The Voting of Shares Held in the Trust**

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Shares of MetLife common stock are held for you in the MetLife Policyholder Trust, and, accordingly, you are a Trust Beneficiary. Special rules and procedures have been established to determine how the trustee of the Trust will vote your Trust Shares (meaning the shares of MetLife common stock held for you in the Trust) on matters put to a vote of the stockholders of MetLife, Inc. As a Trust Beneficiary, you will be able to instruct the trustee (currently Wilmington Trust Company) on how to vote the Trust Shares held for you in the Trust on the following matters:

- an election or removal of directors in which a stockholder has nominated or is opposed to one or more candidates for election as directors of MetLife, Inc., seeks to remove one or more directors of MetLife, Inc. for cause, or fill a vacancy caused by the removal of a director by stockholders (but only if that stockholder has met conditions set forth in MetLife, Inc.'s certificate of incorporation, by-laws and the Trust Agreement).
- a merger or consolidation, a sale, lease or exchange of all or substantially all of the assets of MetLife, Inc., or a recapitalization or dissolution of MetLife, Inc., if it requires a vote of MetLife, Inc. stockholders under applicable Delaware law.
- any transaction that would result in an exchange or conversion of the Trust Shares for cash, securities or other property.

- a proposal requiring the board of directors of MetLife, Inc. to amend MetLife, Inc.'s stockholder rights plan or redeem rights under the plan, other than a proposal with respect to which MetLife, Inc. has received advice of nationally-recognized legal counsel to the effect that the proposal is not a proper subject for stockholder action under Delaware law. MetLife, Inc. does not currently have a stockholder rights plan.

Effective April 7, 2001, you are no longer able to instruct the Trustee on how to vote the Trust Shares on the following matters:

- issuance of MetLife, Inc. common stock at a price materially less than the prevailing market price (other than issuance in an underwritten public offering or pursuant to an employee benefit plan) if a vote is required under applicable Delaware law.
- any matter that requires approval by more than a majority of the outstanding stock of MetLife, Inc. entitled to vote on the matter (which, under MetLife, Inc.'s certificate of incorporation and by-laws, would include only an amendment of certain specified sections of the certificate of incorporation and the by-laws; any of those amendments would require approval of holders of at least three-quarters of the outstanding stock of MetLife, Inc. entitled to vote generally in the election of directors).
- an amendment to the certificate of incorporation or by-laws of MetLife, Inc. that is submitted to MetLife, Inc.'s stockholders for approval.

Trust Beneficiaries will be mailed a notice of the outcome of any of these matters that has been approved by the stockholders.

Trust Beneficiaries now have the right to withdraw all (but not less than all) of their shares from the Trust and vote these shares on any matters for which stockholders are entitled to vote, a right which became effective on April 7, 2001. However, once the shares are withdrawn, the Trust Beneficiary will no longer be eligible to participate in the Program. See "Other Information — Withdrawing shares from the Trust" on p. 8.

If voting instructions are to be obtained from the Trust Beneficiaries, any proxy materials or other materials the Trustee receives will be distributed to Trust Beneficiaries. The person providing the materials to the Trustee will pay the costs of distributing them. Proxy materials and other materials will not be distributed to Trust Beneficiaries with respect to other matters.

If voting instructions are to be obtained from the Trust Beneficiaries, the Trustee will vote, assent or consent all the Trust Shares in the same ratio as instructed by the Trust Beneficiaries who return voting instructions to the Trustee.

On matters other than those described above, the Trustee will vote, assent or consent the Trust Shares in accordance with the recommendation or direction given by MetLife, Inc.'s board of directors. Trust Beneficiaries will not be permitted to vote on these other matters. These other matters include uncontested board elections and appointment of auditors and proposals from MetLife, Inc.'s stockholders (other than those that relate to the fundamental matters described above).

